

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

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ATTORNEYS FOR DEBTOR

In re:

LTL MANAGEMENT LLC,¹

Debtor.

Chapter 11

Case No.: 23-12825 (MBK)

Judge: Michael B. Kaplan

Hearing Date and Time:
October 18, 2023 at 10:00 a.m.

**SUMMARY COVER SHEET AND STATEMENT FOR THE FIRST AND FINAL FEE
APPLICATION OF MCCARTER & ENGLISH, LLP FOR ALLOWANCE OF FEES
AND REIMBURSEMENT OF EXPENSES AS SPECIAL INSURANCE COUNSEL AND
NEW JERSEY TALC MESOTHELIOMA COUNSEL TO THE
DEBTOR FOR THE PERIOD FROM APRIL 5, 2023 THROUGH AUGUST 11, 2023**

¹ The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Debtor: LTL Management LLC

Applicant: McCarter & English, LLP

Case No.: 23-12825-MBK

Client: LTL Management LLC

Chapter: 11

Case Filed: April 4, 2023 (the "Petition Date")

**SECTION 1
FEE SUMMARY**

☐ Interim Period Fee Application or ☒ Final Fee Application

Summary of Amounts Requested for the Period from April 5, 2023 through August 11, 2023 (the "Compensation Period"):

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED:	\$149,944.00	\$0
TOTAL FEES ALLOWED TO DATE:	\$0	\$0
TOTAL RETAINER (IF APPLICABLE):	\$238,240	\$0
TOTAL HOLDBACK (IF APPLICABLE):	\$29,988.80	\$0
TOTAL RECEIVED BY APPLICANT: ²	\$309,835.20	\$0

Fee Total:	\$149,944.00
Disbursement Total:	\$0.00
Total Fee Application:	\$149,944.00

² As of the date of this Application, and subject to further reconciliation of fees and expenses actually incurred from and after the Petition Date, the amount of the retainer is \$238,240.

SUMMARY OF HOURS AND COMPENSATION BY PROFESSIONAL

Name of Professional & Title	Year Admitted	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Thomas W. Ladd, Esq., Partner	1986	\$880	115.7	\$101,816.00
John C. Garde, Esq., Partner	1986	\$700	4.4	\$3,080.00
Jennifer Farina, Esq., Partner	2005	\$650	13.1	\$8,515.00
Deborah Brown, Paralegal	N/A	\$305	11.1	\$3,385.50
Carla Landry, other	N/A	\$305	105.1	\$32,055.50
Brenda C. Sherman, Paralegal	N/A	\$280	2.2	\$616.00
James J. Greenstone, other	N/A	\$280	1.7	\$476.00
	TOTALS:		253.3	\$149,944.00

BLENDED RATE OF PROFESSIONALS – TOTAL

Professionals	Blended Rate	Total Hours	Total Compensation
Partner	\$851.43	133.2	\$113,411.00
Other	\$304.60	106.8	\$32,531.50
Paralegal	\$300.86	13.3	\$4,001.50
TOTAL	\$591.96	253.3	\$149,944.00

COMPENSATION BY PROJECT CATEGORY

SERVICES RENDERED	HOURS	FEES
a) Asset Analysis and Recovery: Identification and review of potential assets including causes of action and non-litigation recoveries.		
b) Asset Disposition: Sales, leases, abandonment and related transaction work.		
c) Avoidance Action Litigation: Preference and fraudulent transfer litigation.		
d) Business Operations: Issues related to debtor-in-possession operating in chapter 11 such as employee, vendor, tenant issues and other similar problems.		
e) Case Administration: Coordination and compliance activities, including preparation of statement of financial affairs, schedules, list of contracts, United States Trustee interim statements and operating reports; contacts with the United States Trustee; general creditor inquiries.		
f) Claims Administration and Objections: Specific claim inquiries; bar date motions; analyses, objections and allowance of claims.		
g) Employee Benefits/Pensions: Review issues such as severance, retention, 401K coverage and continuance of pension plan.		
h) Fee/Employment Applications: Preparations of employment and fee applications for self or others; motions to Establish interim procedures.	164.8	\$82,050.50
i) Fee/Employment Objections: Review of an objections to the employment and fee applications of others.		
j) Financing: Matters under 361, 363 and 364 including cash collateral and secured claims; loan document analysis.		
k) Litigation: Other than Avoidance Action Litigation (there should be a separate category established for each major matter).		
l) Meetings of Creditors: Preparing for and attending the conference of creditors, the 341(a) meeting and other creditors' committee meetings.		
m) Plan and Disclosure Statement: Formulation, presentation and confirmation; compliance with the plan confirmation order, related		

SERVICES RENDERED	HOURS	FEES
orders and rules; disbursement and case closing activities, except those related to allowance and objections to allowance of claims.		
n) Relief from Stay Proceedings: Matters relating to termination or continuation of automatic stay under 362.		
o) Accounting/Auditing: Activities related to maintaining and auditing books of account, preparation of financial statements and account analysis.		
p) Business Analysis: Preparation and review of company business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies.		
q) Corporate Finance: Review financial aspects of potential mergers, acquisitions and disposition of company or subsidiaries.		
r) Data Analysis: Management information systems review, installation and analysis, construction, maintenance and reporting of significant case financial data, lease rejection, claims, etc.		
s) Litigation Consulting: Providing consulting and expert witness services related to various bankruptcy matters such as insolvency, feasibility, avoiding actions; forensic accounting, etc.	88.5	\$67,893.50
t) Reconstruction Accounting: Reconstructing books and records from past transactions and bringing accounting current.		
u) Tax Issues: Analysis of tax issues and preparation of state and federal tax returns.		
v) Valuation: Appraise or review appraisals of assets.		
w) Travel Time: Please note that non-working travel time must be billed at 50% of cost.		
SERVICES TOTAL:	253.3	\$149,944.00

EXPENSE SUMMARY

DISBURSEMENTS	AMOUNT
a) Filing/Court Fees Payable to Clerk of Court.	
b) Computer Assisted Legal Research Westlaw, Lexis and a description of manner calculated.	
c) Pacer Fees Payable to the Pacer Service Center for search and/or print.	
d) Fax (with rates) No. of Pages _____ Rate per Page _____ (Max. \$1.00/pg.)	
e) Case Specific Telephone / Conference Call Charges Exclusive of overhead charges.	
f) In-House Reproduction Services Exclusive of overhead charges (\$0.7/page).	
g) Outside Reproduction Services Including scanning services.	
h) Other Research Title searches, UCC searches, Asset searches, Accurint.	
i) Court Reporting / Deposition Services Transcripts.	
j) Travel Mileage, rolls, airfare and parking.	
k) Courier & Express Carriers Overnight (Federal Express) and personal delivery	
l) Postage	
m) Other (specify) – Parking	
n) Other (specify) – Rail Transportation	
DISBURSEMENTS TOTAL:	\$0.00

I certify under penalty of perjury that the above is true.

Date: September 8, 2023

/s/ Thomas W. Ladd
Thomas W. Ladd

/s/ John C. Garde
John C. Garde

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Caption in Compliance with D.N.J. LBR 9004-1(b)

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ATTORNEYS FOR DEBTOR

In re:

LTL MANAGEMENT LLC,³

Debtor.

Chapter 11

Case No.: 21-30589

Judge: Michael B. Kaplan

Hearing Date and Time:
October 18, 2023 at 10:00 a.m.

FIRST AND FINAL FEE APPLICATION OF McCARTER & ENGLISH, LLP, FOR ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES AS SPECIAL INSURANCE COUNSEL AND NEW JERSEY TALC MESOTHELIOMA COUNSEL TO THE DEBTOR FOR THE PERIOD FROM APRIL 5, 2023 THROUGH AUGUST 11, 2023

McCarter & English, LLP ("M&E"), as special insurance counsel and New Jersey Talc Mesothelioma counsel to the Debtor in the above-captioned matter, submits this first and final fee application for allowance of compensation of \$149,944.00 and reimbursement of expenses of \$0.00 for the period from April 5, 2023 through August 11, 2023 (the "Compensation Period") in

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accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Retained Professionals* [Dkt. 562] (the “Compensation Order”), the *Order (I) Dismissing Debtor’s Chapter 11 Petition Pursuant to 11 U.S.C. § 1112(b); (II) Establishing Procedures with Respect to Requests for Compensation; and (III) Granting Related Relief* [Dkt. 1211] (the “Dismissal Order”), 11 U.S.C. §§ 330 and 331, and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court of New Jersey (the “Local Rules”). In support of this application, M&E respectfully represents as follows:

1. During the Compensation Period, M&E did not receive any payments or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this application. There is no agreement or understanding between M&E and any other person, other than partners of the firm, for sharing of compensation to be received for services rendered in this case.

2. The fees charged by M&E in this case are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

3. Pursuant to D.N.J. 2016-1 and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “Guidelines”), included herewith are: (a) a schedule setting forth all M&E professionals and paraprofessionals who have performed services in this chapter 11 case during the Compensation Period, the capacities in which each individual is employed by M&E, the hourly billing rate charged by M&E for the services performed by such individual, the aggregate number of hours expended in this case during the Compensation Period and fees billed

therefor and the year in which each professional was first licensed to practice law, and (b) a schedule setting forth the actual and necessary disbursements that M&E incurred during the Compensation Period in connection with the performance of professional services for the Debtor and for which it seeks reimbursement.

4. M&E's itemized time records for professionals and paraprofessionals performing services for the Debtor during the Compensation Period and M&E's itemized records detailing expenses incurred on behalf of the Debtor during the Compensation Period were attached as Exhibits B and C to the previously-filed monthly fee applications (the "Prior Monthly Fee Applications"), which exhibits are incorporated herein by reference.

5. This application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Compensation Order, the Guidelines, the Local Rules and the Dismissal Order.

Background

6. On April 4, 2023 (the "Petition Date"), the Debtor commenced this reorganization case (the "Chapter 11 Case") by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

7. On May 4, 2023, the Debtor filed its *Application for Retention of M&E, Effective as of April 4, 2023* [Dkt. 425], by which the Debtor sought authority to retain and employ M&E as its special insurance counsel and New Jersey talc mesothelioma counsel in this Chapter 11 Case. On June 14, 2023, the Court entered an order [Dkt. 771], attached hereto as Exhibit A, authorizing the retention of M&E as the Debtor's counsel.

Prior Monthly Fee Applications

8. Pursuant to the Compensation Order, M&E has filed the following Prior Monthly Fee Applications for the months within the Compensation Period, each of which is incorporated herein by reference in its entirety:

- a. For April 5, 2023 through May 31, 2023 — fees of \$89,494.00 and expenses of \$0.00 [Dkt. 1019];
- b. For June 1, 2023 through June 30, 2023 — fees of \$33,450.00 and expenses of \$0.00 [Dkt. 1103]; and
- c. For July 1, 2023 through August 11, 2023 — fees of \$27,000.00 and expenses of \$0.00 [Dkt. 1318] (the “Third Monthly Fee Application”).

9. Each Prior Monthly Fee Application contained a summary of the activities performed by M&E professionals and paraprofessionals during the Compensation Period.⁴ In total, M&E has submitted Prior Monthly Fee Applications during the Compensation Period for fees of \$149,944.00 and expenses of \$0.00. As of the date of this application, no party has objected to any of M&E’s Prior Monthly Fee Applications.⁵

Expenses Incurred By M&E

10. M&E incurred no expenses during each Prior Monthly Fee Application and therefore seeks no reimbursement for expenses incurred in rendering services to the Debtor during the Compensation Period.

Conclusion

11. The fees and expenses requested herein by M&E are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. Such fees

⁴ The summaries are qualified in their entirety by reference to the time and services detail attached as Exhibits B and C to each Prior Monthly Fee Application, which exhibits are incorporated herein by reference.

⁵ The objection deadline relating to the Third Monthly Fee Application has not yet passed.

are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

12. No agreement or understanding exists between M&E or any third person for the sharing of compensation, except as allowed by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among partners of M&E.

13. All of the services for which compensation is requested hereunder were rendered at the request of and solely on behalf of the Debtor, and not on behalf of any other entity. In accordance with the Guidelines, the *Certification of Thomas W. Ladd* is attached hereto as Exhibit B and incorporated herein by reference.

WHEREFORE, M&E respectfully requests that, pursuant to the Compensation Order and the Dismissal Order, the Court (a) allow on final basis compensation of \$149,944.00 for services rendered by M&E during the Compensation Period, (b) authorize payment of these allowed fees to M&E and (c) grant such other and further relief to M&E as the Court may deem proper.

Dated: September 8, 2023

McCARTER & ENGLISH, LLP
Special Counsel to the Debtor

By: /s/ Thomas W. Ladd
Thomas W. Ladd